

**THE
GREENBRIER
COMPANIES**

0-291A016

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

October 15, 1990

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

RECORDATION NO 16018-C FILED 1025

OCT 18 1990 -11 40 AM
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies of a Memorandum of Assignment Agreement, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Lease Agreement dated as of September 12, 1988, which was duly filed and recorded on November 8, 1988 and assigned Recordation Number 16018, Amendment dated August 24, 1989 to Memorandum of Lease Agreement which was duly filed and recorded on November 1, 1989 and assigned Recordation Number 16018-A and Second Amendment dated November 6, 1989 to Memorandum of Lease Agreement which was duly filed and recorded on January 2, 1990 and assigned Recordation Number 16018-B.

The names and addresses of the parties to the enclosed documents are:

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200,
Lake Oswego, Oregon 97035

Assignee: Westinghouse Credit Corporation
One Oxford Centre, 7th Floor
Pittsburgh, Pennsylvania 15219

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A description of the railroad equipment covered by the enclosed document is:

One hundred sixty (160) used woodchip gondola railcars with capacity of 7,466 cubic feet bearing marks and numbers GPSX 4300 through GPSX 4459, inclusive.

Also enclosed is a payment of \$15.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

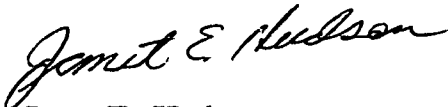
Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Assignment Agreement dated as of July 26, 1990 between Greenbrier Leasing Corporation, Assignor and Westinghouse Credit Corporation, Assignee, covering one hundred sixty (160) used woodchip gondola railcars with capacity of 7,466 cubic feet bearing marks and numbers GPSX 4300 through GPSX 4459, inclusive.

If you have any questions, please do not hesitate to call us.

Very truly yours,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

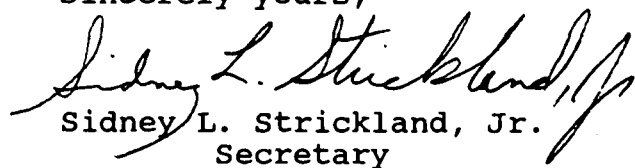
10/18/90

Janet E. Hudson
Administrative Assistant
The Greenbrier Companies
One Centerpointe Drive Ste. 200
Lake Oswego, Oregon 97035

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/18/90 at 11:40AM , and assigned recordation number(s). 10018-C.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO 16018-C FILED 1428

OCT 18 1990 -11 40 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("ASSIGNOR")

AND

WESTINGHOUSE CREDIT CORPORATION ("ASSIGNEE")

Memorandum of three Assignment Agreements made and entered into as of August 15, 1989 and December 20, 1989 and July 26, 1990 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and Westinghouse Credit Corporation, a Delaware corporation, ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Georgia Pacific Corporation ("Lessee") up to one hundred sixty (160) used woodchip gondola railcars with capacity of 7466 cubic feet. The railcars bear marks and numbers GPSX 4300 through GPSX 4459, inclusive (the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By:

Norris M. Webb, v.p.

WESTINGHOUSE CREDIT CORPORATION

By:

Robert J. Blankmeyer

L101201

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 15th day of October, 1990, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

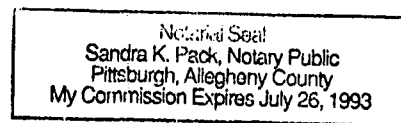
My commission expires: 5/28/94

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF)

On this 17th day of October, 1990, before me personally appeared Robert J. Bladenmeyer, to me personally known, who being by me duly sworn, says that he is Margaret J. Pak of WESTINGHOUSE CREDIT CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Sandra K. Pack
NOTARY PUBLIC

My commission expires: 7/26/93



Member, Pennsylvania Association of Notaries

L101201